

DUANE, MORRIS & HECKSCHER

ATTORNEYS AT LAW

ONE FRANKLIN PLAZA
PHILADELPHIA, PA 19102
(215) 854-6300

CABLE & TELEGRAM
TWX 710-670-1164

TELECOPIER
(215) 564-2048 • (215) 854-8448
(215) 854-6337

203 PINE STREET
HARRISBURG, PA 17101
(717) 238-8161

53 DARBY ROAD
PAOLI, PA 19301
(215) 647-3555

2851 WEST EMAUS AVENUE
ALLENTOWN, PA 18103-7198
(215) 791-3833

1220 MARKET BUILDING
WILMINGTON, DE 19801
(302) 571-5550

AFFILIATED WITH
JAMIESON, MOORE, PESKIN & SPICER
A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW
PRINCETON AND TRENTON, NJ

LISE LUBORSKY
WAYNE A. SCHABILE
MARY JANE BARRETT
J. SCOTT KRAMER
MARSHALL A. FLEISHER
ELISE E. SINGER
ALISON R. LAZERWITZ
PATRICIA L. PREGMON
DEBRA L. BROMSON
MARYBETH S. CHRISTIANSEN
ANTHONY J. BILOTTI
PETER STRATTON CLARK
STEVEN M. JANOVE
MARGERY N. REED
CARL H. SHUMAN
JEFFREY S. ESTABROOK
CATHERINE HILL KUNDA
BRIAN J. SIEGEL
A. PETER PRINSEN
THOMAS L. HEIMBACH
REBECCA A. CRAFT
JOSEPH A. FILLIP JR
DONNA F. OLIVER
JOHN J. BUSILLO
JOHN J. McGRATH
MARC W. WITZIG
TERESA N. CLARKSON
ANTHONY J. FARRELL
TERRANCE A. KLINE
BARBARA A. PARKER
DEAN C. WALDT

DAVID I. HAAS
CECELIA F. WAMBOLD
BRUCE J. KASTEN
JACK M. MUMFORD
JAMES T. MOUGHAN
RUDOLPH J. DIMASSA, JR.
SCOTT C. PENWELL
DAVID E. LODER
JUDITH N. RENZULLI
ARTHUR K. HOFFMAN
THOMAS G. THOMPSON
RICHARD J. FLANNERY
CAROLYN MILLS
KAREN A. OVERSTREET
CRISTINA CAVALIERI
KEVIN S. GORMAN
NANCY M. SNYDER
AMY E. WILKINSON
DAVID J. FELICIO
SETH V.D.H. COOLEY
TERESA FICKEN SACHS
W. MARK MULLINEAUX
ALICE W. BECK
JOHN S. KING
JOHN L. OLSEN**
BRIAN C. CARY
TERESA K. DEISINGER
CHRISTOPHER D. HEIN
RICARDO J. NUÑEZ
THOMAS G. SPENCER
MARGARET E. WOLFENBERGER

COUNSEL

MORRIS DUANE
JOHN B. MARTIN
THOMAS R. BEVAN

MAURICE HECKSCHER
WILLIAM WHITE

HARRISBURG OFFICE
WILLIS F. DANIELS
HAROLD W. SWOPE

HENRY T. REATH
JOHN BIDDLE FELTON
JAMES J. McCABE
MARTIN A. HECKSCHER
REEDER R. FOX
FRANCIS L. WHITE, JR.
ROBERT W. DENIOUS
VINCENT F. GARRITY, JR.
FREDERICK W. DREHER
JOHN B. NASON, III
EARL T. BRITT
PHILIP D. SAXON**
ROBERT L. PRATTER
JAY J. LAMBERT
FRANK G. COOPER
DONALD A. TORTORICE
DAVID S. SWAYZE**
EDWARD H. FEEGE
STEPHEN D. TEAFORD
HUQH M. EMORY
MARJORIE O. RENDELL
JOSEPH M. HANKINS
DAVID B. RIPSOM**
DAVID M. FLYNN
MICHAEL M. MUSTOKOFF
WILLIAM E. MANNING**
JAMES K. BRENGLE
JOHN J. SOROKO
ROBERT E. KELLY, JR.
BARBARA ADAMS-ROSENTHAL
BEATRICE O'DONNELL
FRANK A. LUCHAK

THOMAS M. HYNDMAN, JR.
A. JOHN MAY
ROLAND MORRIS
SHELDON M. BONOVITZ
ALAN REEVE HUNT
SEYMOUR C. WAGNER
JOHN A. CLARK
DAVID C. TOOMEY
DAVID T. SYKES
RONALD F. KIDD
MICHAEL M. BAYLSON
JOSEPH A. RYAN
JOHN S. BEVAN
JANE DALTON ELLIOTT
DONALD R. AUTEN
MARC D. BROOKMAN
JOHN S. HAYES
ROBERT F. STEWART, JR.
PAUL J. SCHNEIDER
JAMES M. PECK
EDWARD GRIFFITH
THOMAS P. PRESTON
GENE E. K. PRATTER
JOHN F. HORSTMANN
JOHN A. TERRILL
RALPH A. MARIANI
KATHLEEN M. SHAY
GEORGE E. PIERCE, JR.
RICHARD C. UNGER, JR.
THOMAS W. OSTRANDER
LEWIS R. OLSHIN

**ADMITTED IN DELAWARE ONLY

DIRECT DIAL: 854- 6407

November 13, 1986

RECORDATION NO. 12439-14
Filed & Recorded

NOV 14 1986 9-45 AM

INTERSTATE COMMERCE COMMISSION

Honorable James H. Bayne
Secretary
Interstate Commerce Commission
12th & Constitution Avenue
Washington, D.C. 20423

6-321A010
No.

Date NOV 14 1986

Fee \$ 10.00

ICC Washington, D.C.

Re: Statement of Default, Sale and
Termination of Interests

Dear Mr. Bayne:

On behalf of LaSalle National Bank, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, three enclosed executed counterparts of a secondary document, not previously recorded, entitled Statement of Default, Sale and Termination of Interests, executed November 12, 1986. The aforesaid document relates to the following documents recorded with the Interstate Commerce Commission on November 26, 1980 under Recordation No. 12439 and should be filed under the next available letter designation under Recordation No. 12439, which we believe will be 12439-F.

Conditional Sale Agreement, dated as of
September 15, 1980, filed with the ICC on
November 26, 1980 (12439);

Agreement and Assignment, dated as of
September 15, 1980, filed with the ICC on
November 26, 1980 (12439-A);

NOV 14 1986
REC'D
ICC
WASHINGTON, D.C.

Honorable James H. Bayne
November 13, 1986
Page 2

Lease of railroad equipment, dated as of
September 15, 1980, filed with the ICC on
November 26, 1980 (12439-B);

Assignment of Lease, Reassignment of Sublease,
Assignment of Guaranty Agreement and
Agreement, dated as of September 15, 1980,
filed with the ICC on November 26, 1980
(12439-C);

Sublease of railroad equipment, dated as of
September 15, 1980, filed with the ICC on
November 26, 1980 (12439-D);

Assignment of Sublease and Agreement, dated as
of September 15, 1980, filed with the ICC on
November 26, 1980 (12439-E).

The name and address of the party to the enclosed
Statement of Default, Sale and Termination of Interests is:

LaSalle National Bank
135 S. LaSalle Street
Chicago, IL 60690

The equipment covered by the aforementioned document
consists of the following:

3,400,750 cubic foot covered hopper cars, AAR
Mechanical Designation: LO, bearing
identifying numbers TWGX 2250-2549, inclusive.

Enclosed also is a check in the amount of \$10 payable to
the Interstate Commerce Commission, representing the fee for
recording the enclosed document.

A short summary of the enclosed document to appear in
the Index is as follows:

"Notes the termination and extinguishment of
all right, title and interest, as indicated,
under Conditional Sale Agreement, Lease and
Sublease."

Once this filing has been made, please return to the
undersigned the stamped counterpart of the document not required
for filing purposes, together with the fee receipt, the letter

Honorable James H. Bayne
November 13, 1986
Page 3

from the ICC acknowledging the filing, and the two extra copies
of this letter of transmittal.

Sincerely,

A handwritten signature in black ink, appearing to read "Marshall A. Fleisher". The signature is fluid and cursive, with the first name "Marshall" being the most prominent part.

Marshall A. Fleisher
for DUANE, MORRIS & HECKSCHER
as attorneys for LaSalle National Bank

MAF:cz
Enclosures
cc: Ms. Gail Klewin (w/o encls.)

Interstate Commerce Commission
Washington, D.C. 20423

11/17/86

OFFICE OF THE SECRETARY

Marshall A Fleisher, Atty.
Duane, Morris & Heckscher
One Franklin Plaza
Phila. PA. 19102

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/14/86 at 9:45am, and assigned re-recording number(s). 12439-G Released

Sincerely yours,

Norita L. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

NOV 14 1986 9-4 5 AM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF DEFAULT, SALE AND TERMINATION OF INTERESTS

LaSalle National Bank ("LaSalle") hereby makes the following Statement of Default, Sale and Termination of Interests with respect to certain covered hopper railcars, more fully described below:

1. LaSalle is agent under the Participation Agreement dated as of September 15, 1980 (the "Participation Agreement") among Early & Daniel Industries, Inc. ("Early & Daniel"), Tidewater Grain Company ("Tidewater"), Republic National Leasing Corporation ("Republic"), North American Car Corporation ("NAC"), Exchange National Bank of Chicago ("Exchange"), LaSalle, Commerce Bank of Kansas City, N.A., Union Mutual Life Insurance Company, Unionmutual Stock Life Insurance Co. of America, and the following parties (hereinafter, collectively, the "Investors"): Mutual Service Life Insurance Company, North American Life Assurance Company, The Ohio National Life Insurance Company, The Paul Revere Life Insurance Company, Paul Revere Variable Annuity Insurance Company, The Paul Revere Protective Life Insurance Company, and Avco Corporation Retirement Income Trust.

2. Pursuant to the Conditional Sale Agreement dated as of September 15, 1980 between NAC and Exchange, as trustee for Republic (the "Conditional Sale Agreement"), Exchange purchased from NAC 300 4,750 cubic foot covered hopper railcars bearing the identifying marks TWGX 2250 through 2549, inclusive (the

"Railcars"), in which NAC retained a security interest. The Conditional Sale Agreement was filed with the Interstate Commerce Commission ("ICC") on November 26, 1980 and recorded at Recordation No. 12439.

3. Pursuant to the Agreement and Assignment dated as of September 15, 1980 between NAC and LaSalle (the "Agreement and Assignment"), NAC assigned to LaSalle all of its right, title and interest in and to the Conditional Sale Agreement and the Railcars. The Agreement and Assignment was filed with the ICC on November 26, 1980 and recorded at Recordation No. 12439-A.

4. Pursuant to the Lease of Railroad Equipment dated as of September 15, 1980 between Early & Daniel and Exchange, as trustee for Republic (the "Lease"), Exchange leased the Railcars to Early & Daniel. Pursuant to the Sublease of Railroad Equipment dated as of September 15, 1980 between Early & Daniel and Tidewater (the "Sublease"), Early & Daniel subleased the Railcars to Tidewater. The Lease and the Sublease each were filed with the ICC on November 26, 1980 and recorded at Recordation Nos. 12439-B and 12439-D, respectively.

5. Pursuant to the Assignment of Sublease and Agreement dated as of September 15, 1980 between Early & Daniel and Exchange, as trustee for Republic (the "Sublease Assignment"), Early & Daniel assigned to Exchange all of its right, title and interest in and to the Sublease. Pursuant to the Assignment of Lease, Reassignment of Sublease, Assignment of Guarantee Agreement and Agreement dated as of September 15, 1980 between Exchange, as trustee for Republic, and LaSalle (the

"Lease Assignment"), Exchange assigned to LaSalle all of its right, title and interest in and to, inter alia, the Lease and the Sublease. The Sublease Assignment and the Lease Assignment each were filed with the ICC on September 15, 1980 and recorded at Recordation Nos. 12439-E and 12439-C, respectively.

6. Upon default by Early & Daniel in the performance of its obligations under the Lease, LaSalle terminated the Lease and the Sublease by letter dated November 21, 1985, a true and correct copy of which is attached hereto as Exhibit "A."

7. Following the termination of the Lease and the Sublease, LaSalle exercised its rights as a secured creditor under the Conditional Sale Agreement and under Section 9-504 of the Uniform Commercial Code and conducted a public auction of 297 of the Railcars (Railcars bearing marks TWGX 2354, 2421 and 2490 having been previously destroyed) on May 22, 1986. As evidence of such auction, attached hereto as Exhibit B is the affidavit of David T. Sykes, Esquire, and the official transcript of the auction proceedings.

8. LaSalle, as an agent for Union Mutual Life Insurance Company, Unionmutual Stock Life Insurance Co. of America and the Investors, purchased free and clear of all right, title and interest of NAC, Exchange, Republic, Early & Daniel and Tidewater all 297 of the Railcars offered for sale at the foregoing public auction (the "Remaining Railcars").

9. By Secured Creditor's Bill of Sale dated May 22, 1986 ("Secured Creditor's Bill of Sale"), LaSalle transferred all of its right, title and interest in and to the Remaining Railcars

to itself as agent for the Investors. A true and correct copy of the Secured Creditor's Bill of Sale is attached hereto as Exhibit "C."

10. By Bill of Sale dated June 20, 1986 (the "Union Mutual Bill of Sale"), LaSalle transferred all of its right, title and interest in and to 82 of the Remaining Railcars to Union Mutual Life Insurance Company and Unionmutual Stock Life Insurance Co. of America. A true and correct copy of the Union Mutual Bill of Sale is attached hereto as Exhibit "D."


11. By Bill of Sale dated as of the date hereof (the "Investors Bill of Sale"), LaSalle transferred to the Investors all of its right, title and interest in and to those 215 of the Remaining Railcars not transferred pursuant to the Union Mutual Bill of Sale. A true and correct copy of the Investors Bill of Sale is attached hereto as Exhibit "E."

NOW, THEREFORE, in witness of the foregoing, LaSalle represents that all right, title and interest of NAC, Exchange, Republic, Early & Daniel and Tidewater in and to the Railcars under the Conditional Sale Agreement, the Lease and the Sublease has been terminated and extinguished, and the Remaining Railcars have been transferred as described herein free and clear of all such right, title and interest.

IN WITNESS WHEREOF, LaSalle National Bank, by its duly authorized officer, has executed this Statement of Default, Sale and Termination of Interests this 12 day of November, 1986.

Attest:

LASALLE NATIONAL BANK

By: 
Title: Assistant Secretary

By: 
Title: VICE PRESIDENT

STATE OF

:

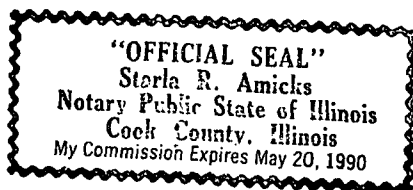
: SS.

COUNTY OF

:

On this ____ day of NOV 12 1986, 1986, before me personally appeared Norman T. Rosson, to me personally known who, being by me duly sworn, says that ~~(s)~~he is ~~the~~ a VICE PRESIDENT of LaSalle National Bank, that the seal affixed to the following instrument is the seal of said organization, that said instrument was signed and sealed on behalf of said organization by authority of its governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Sterla R. Amicks
NOTARY PUBLIC

MY COMMISSION EXPIRES _____



LaSalle National Bank

LA SALLE BANK BUILDING - 136 SOUTH LA SALLE STREET
CHICAGO, ILLINOIS 60690

*file
Nobles*
NOV 25 1985

312 443-2000

TRUST DEPARTMENT

November 21, 1985

Exchange National Bank
Attention: Michael Goodman
120 South LaSalle Street
Chicago, IL 60690

North American Car Corporation
Attention: Gerald Frett
33 West Monroe Street
Chicago, IL 60603

Early & Daniel
Attention: Ronald G. Thieman
902 West Washington Avenue
Indianapolis, IN 46204

Tidewater Grain
Attention: Roger Larkin
346 Public Ledger Building
Philadelphia, PA 19106

Re: Early & Daniel Lease Financing
dated as of September 15, 1980
Trust #61-5580-80-0

Gentlemen:

At the request of the holders of a majority of the outstanding CSA Indebtedness, LaSalle National Bank, as Agent for the Investors in the above-captioned transactions, and as assignee of the Vendor's rights in the Conditional Sale Agreement ("CSA") and assignee of the Owner/Trustee's rights in and to the Lease and Sublease and pursuant to Article 16.1 of the CSA and Sections 10.1 of each of the Lease and Sublease, hereby declares the entire unpaid CSA Indebtedness, together with accrued and unpaid interest, immediately due and payable, and hereby terminates the Lease and Sublease, reserving all other rights and remedies under all of the aforesaid documents and the other documents relating thereto.

This termination does not relieve the Lessee and Sublessee of their duties upon termination, including but not limited to the obligation to store, safeguard and deliver the cars.

Very truly yours,

LA SALLE NATIONAL BANK,
As Agent and Assignee

By: *Frederick K. ...*

GAK:pk

cc: See Attached Distribution List

VIA PUROLATOR
=====

Early & Daniel Industries, Inc.
Trust #61-3380-80-6

Distribution List:

North American Life
Elliott & Page Ltd.
Business Loan Department - Suite 1120
120 Adelaide Street West
Toronto, Ontario
Canada M5H 1V1

Union Mutual Life Insurance Co.
Attn: Barbara Whitney
Bond Investment Department
2211 Congress Street
Portland, Maine 04112

Paul Revere Life Insurance Co.
Attn: William Crooks
1275 King Street
Greenwich, CT 06830

Paul Revere Variable Annuity
Insurance Co. - Account 2
Attn: William Crooks
1275 King Street
Greenwich, CT 06830

AVCO Corporation Retirement Income
Trust
Attn: William Crooks
1275 King Street
Greenwich, CT 06830

Republic National Leasing Corporation
Attn: John B. Mason
Republic National Bank Building
P.O. Box 146
Dallas, TX 75221

Early & Daniels Industries, Inc.
Attn: Ronald G. Thieman
902 West Washington Avenue
Indianapolis, IN 46204

Duane, Morris & Heckscher
Attn: Donna Oliver
One Franklin Plaza
Philadelphia, PA 19102

Mutual Service Life Insurance Company
Attn: Investment Department
P. O. Box 64035
St. Paul, MN 55164

Union Mutual Stock Life Insurance
Co of America
Attn: Barbara Whitney
Bond Investment Department
2211 Congress Street
Portland, Maine 04112

Paul Revere Variable Annuity
Insurance Co.
Attn: William Crooks
1275 King Street
Greenwich, CT 06830

The Paul Revere Protective Life
Insurance Co.
Attn: William Crooks
1275 King Street
Greenwich, CT 06830

The Ohio National Life Insurance
Co.
Attn: Edward Krekeler
Securities Department
P. O. Box 237
Cincinnati, OH 45201

Tidewater Grain Company
Attn: Roger Larkin
346 Public Ledger Building
Philadelphia, PA 19106

Exchange National Bank
Attn: Michael Goodman
120 South LaSalle Street
Chicago, Illinois 60690

North American Car Corporation
Attn: Gerald Frett
33 W. Monroe Street
Chicago, IL 60633

COMMONWEALTH OF PENNSYLVANIA :
:
: SS.
COUNTY OF PHILADELPHIA :

AFFIDAVIT

DAVID T. SYKES, being duly sworn, deposes and says as follows:

1. I am a partner in the law firm of Duane, Morris & Heckscher, One Franklin Plaza, Philadelphia, Pennsylvania 19102.

2. On May 22, 1986, in the above offices of Duane, Morris & Heckscher, upon due notice to all interested parties, I conducted a public auction of 297 4,750 cubic foot covered hopper railcars bearing the identifying marks TWGX 2250-2249, inclusive (excepting numbers TWGX 2354, 2421 and 2490) (the "Railcars") on behalf of LaSalle National Bank ("LaSalle") as agent for Mutual Service Life Insurance Company, North American Life Assurance Company, The Ohio National Life Insurance Company, The Paul Revere Life Insurance Company, Paul Revere Variable Annuity Insurance Company, Avco Corporation Retirement Income Trust, The Paul Revere Protective Life Insurance Company, Union Mutual Life Insurance Company and Unionmutual Stock Life Insurance Co. of America under a Participation Agreement dated as of September 15, 1980, and as holder of a security interest in the Railcars pursuant to a Conditional Sale Agreement dated September 15, 1980 between North American Car Corporation ("NAC") and Exchange National Bank of Chicago, as assigned to LaSalle by Agreement and Assignment dated as of September 15, 1980 between NAC and LaSalle.

3. LaSalle was the successful bidder and purchased all of the Railcars at the foregoing auction.

4. A true and correct transcript of the auction proceedings is attached hereto as Annex A.

David T. Sykes

Sworn to and subscribed
before me this 5th day
of October, 1986.

Deborah D. Harris
Notary Public

DEBORAH D. HARRIS, NOTARY PUBLIC
PHILADELPHIA, PHILADELPHIA COUNTY
My commission expires March 12, 1990
Member, Pennsylvania Association of Notaries

file -
Text in 1921
misc

A U C T I O N S A L E

OF COVERED
HOPPER CARS
BY LASALLE
NATIONAL BANK,
AGENT AND
UNITED STATES
TRUST COMPANY,
TRUSTEE

MAY 22, 1986

- - -

MR. SYKES: I'd like to open the public auction that has been announced by identifying certain parties in the auction process.

First, LaSalle National Bank.

LaSalle National Bank is an agent under a participation Agreement dated September 15, 1980, and it is agent for Mutual Service Life Insurance Company, North American Life Insurance Company, the Paul Revere Life Insurance Company, Paul Revere Variable Annuity Insurance Company, Paul Revere Protective Insurance Company, the Avco Corporation Retirement Income Trust, Union Mutual Life Insurance Company, Union Mutual Stock Life Insurance Company of America, and the Ohio National Life Insurance Company, who are investors in under the Participation Agreement.

Those parties, the agent and the investors, are represented by Duane, Morris, and Heckscher, whose offices we are at today.

Other insured parties are Republic National Leasing Corporation and Exchange National Bank of Chicago. Republic National Leasing Corporation is the owner and, Exchange National Bank

1 of Chicago is the owner trustee under the trust
2 agreement, dated as of September 15, 1960, pursuant
3 to which Exchange National Bank of Chicago, as owner
4 trustee purchased 300 4,750-cubic foot covered
5 hopper cars from North American Car Corporation,
6 another party in interest, pursuant to a conditional
7 sale agreement, also dated as of September 15,
8 1960.

9 Under that agreement North American
10 Car Corporation retained the security interest in
11 the 300 rail cars. Exchange National Bank of
12 Chicago, on September 15, 1960, leased the rail cars
13 to Early and Daniel Industries, Incorporated, which
14 then in turn, subleased the cars to Tidewater Grain
15 Company. North American Car Corporation guaranteed
16 the obligations of Early and Daniel Industries,
17 Incorporated, under the lease and as security for
18 that guarantee, and as security for the secondary
19 lease obligations, North American Car Corporation
20 has junior security interest in the lease and the
21 sublease, which the investors and the agent believe
22 has not attached and believe is of no value.

23 Another party in interest is Tiger
24 Financial Services, Incorporated, which has, under

1 an agreement, the right to release or re-market the
2 300 rail cars at the termination of the lease
3 provided the lease is then in effect and has been
4 fully paid and all obligations have been satisfied
5 thereunder.

6 Litigation has been commenced against
7 Tiger Financial Services to obtain a Declaratory
8 Judgment that their right to re-market or release
9 the cars is not in force and effect.

10 The conditional sale agreement, the
11 security interest contained therein, the lease, the
12 sublease, and the guarantee agreement were assigned
13 by North American Car Corporation to the agent.
14 Early and Daniel Industries, Incorporated, defaulted
15 in its lease payment obligations. North American
16 Car Corporation failed to honor its guarantee
17 obligations. Because of the default, the agent
18 terminated the lease and is now prepared to exercise
19 its rights under the Uniform Commercial Code by
20 selling 297 of the rail cars, three of the original
21 rail cars having been destroyed, pursuant to Section
22 9-604 of the Uniform Commercial Code.

23 For purposes of this sale, the rail
24 cars are viewed first as a bulk group of 297 rail

1 cars. They have then been divided into two further
2 groups; one of 82 rail cars and one of 215 rail
3 cars. And then they have further been divided into
4 ten or more lots; 8 lots of 25 each, one of 15 and
5 one or more lots comprising the 82 cars that I
6 mentioned just a moment ago.

7 A secured interest in each rail car
8 is recorded under recordation Number 12349 at the
9 Interstate Commerce Division in Washington, D. C.
10 The 297 rail cars bear markings numbered TWGX, 2250
11 through 2549, with the exception of the following
12 rail car numbers: TWGX, 2354, 2421, and 2490, for a
13 total of 297 cars.

14 The two sub groups are comprised of
15 rail cars having the following markings -- off the
16 record.

17 (Whereupon, a discussion was held off
18 the record.)

19 MR. SYKES: Back on the record.

20 Rail cars numbered TWGX 2250 through
21 2548, each number will be recorded by the court
22 reporter by agreement of all present in the final
23 transcript, are in the first group, which consist of
24 the 82 cars.

1 Rail cars numbered 2281 through 2549,
2 with the numbers being recorded by the court
3 reporter from a list consisting of 215 rail cars,
4 are the rail cars in the second group. There are
5 then 8 lots of 25 rail cars. Each lot is identified
6 by a number which will be given to the court
7 reporter and she will transcribe them in full in the
8 transcript.

9 There is one lot of 18 rail cars.
10 Again, each number will be given to the court
11 reporter and she will record them in full. Those
12 nine lots are cars from the second group of 215
13 cars. The first group of 82 cars may be lotted into
14 sub groups or lots during the course of this
15 auction.

16 I have an inspection report on a
17 sample basis available for review and I have a
18 further inspection report done of the 296 rail cars
19 that are presently located at the tracks of the Tide
20 Water Grain Company, actually tracks on the ground
21 owned by Conrail at 26th Street and Penrose Avenue
22 in Philadelphia, Pennsylvania, if anyone would care
23 to review those reports.

24 Notice of this sale, reasonable under

1 the circumstances, has been given to the parties in
2 interest. Specifically, notice has been given to
3 Republic National Leasing Corporation, Exchange
4 National Bank, North American Car Corporation, Early
5 and Daniel Industries, Incorporated, and Tide Water
6 Grain Company and numerous parties which have
7 expressed an interest in the rail cars as a result
8 of the advertising of the notice of this sale. Such
9 advertisements were contained in the Wall Street
10 Journal and in Railway Age.

11 North American Car Corporation and
12 Tiger Financial Services, Incorporated, have raised
13 an objection to the sale contained in the pleading
14 filed in the Bankruptcy Court for the the Central
15 District of California, but have not sought to
16 enjoin it and have expressly declined to seek an
17 injunction of the sale.

18 I am David Sykes of Duane, Morris and
19 Heckscher. I am conducting the auction. At this
20 point I would like all others in the room to
21 identify themselves, their employer or the party
22 whom they represent and/or their affiliation, for
23 the court reporter.

24 We will start with the gentlemen on

1 my right.

2 MR. LEMERY: I am Jack Lemery with
3 Textron Investment Management Company and we are
4 here representing various Paul Revere companies as
5 well as the Avco Retirement trust.

6 MS. STUART: I'm Shelley Stuart
7 Carvel, and I am assistant counsel to the Union
8 Mutual Life Insurance Company.

9 MR. HIERONYMUS: I am C. Hieronymus,
10 I'm representing Union Mutual in this.

11 MR. FELDMAN: I am Albert J. Feldman,
12 counsel for Early and Daniel Industries and Tide
13 Water Grain.

14 MS. MOSKOWITZ: I am Ruth Moskowitz.
15 I am here from American Appraisal Associates, as an
16 observer.

17 MR. CRAFT: Charles Craft, with NRUC,
18 Transportation Division.

19 MR. SHINER: Robert Shiner, NRUC
20 Corporation, Transportation Division.

21 MR. KOLBER: Vincent Kolber, RESIDCO.

22 MR. WEAVER: Rodney Weaver, Textron
23 Investment Management Company representing the Paul
24 Revere Companies and the Avco Retirement Trust.

1 MR. SYKES: I have a copy of a letter
2 dated May 12, 1986, specifying the conditions of the
3 sale, which has been sent to the parties of
4 interest.

5 Would anyone like a copy?

6 A copy has been handed to one of the
7 participants. There is one variation from the
8 announced procedures in that letter. There will be
9 one lot of 15 cars and, as I previously indicated in
10 that letter, it was indicated that the lots would be
11 at least 25 cars. Is there any objection to this
12 hearing?

13 No objection.

14 I move on to another segment of my
15 letter, which is that as a precondition to bidding
16 bidders must deliver \$50,000 checks to Duane, Morris
17 and Heckscher. Are there any bidders present, other
18 than LaSalle National Bank, who wish to deliver the
19 check?

20 (No response.)

21 If there's anyone else present who
22 desires to qualify to become a bidder, please hand
23 me your cashier or certified check.

24 I hear and see no checks

1 forthcoming. I am particularly surprised that Mr.
2 Shiner does not have a check.

3 I have a copy of the inspection -- or
4 I have copies of the inspection reports, if anyone
5 would like to see them. Mr. Kolber, I believe you
6 had requested --

7 MR. KOLBER: One has been sent to me
8 in my office in Chicago, which I will be reviewing.

9 MR. HIERONYMUS: I have not been sent
10 a copy of the inspection report. They have just
11 been specifications on the cars.

12 MR. KOLBER: I'd like to see a copy of
13 the inspection report.

14 MR. FELDMAN: I would like to see a
15 copy of it, as well.

16 Mr. SHINER: I would like to have
17 copies of both inspection reports.

18 MR. SYKES: Would you care for them
19 at this time?

20 MR. SHINER: They could be mailed.

21 MR. SYKES: I actually have two
22 copies of one and one copy of the other and I will
23 make copies of them before you leave.

24 MR. FELDMAN: I would like to see both

1 reports.

2 MR. KOLBER: Both reports, ditto.

3 MR. SYKES: LaSalle National Bank
4 reserves the right to bid, as indicated in my
5 letter.

6 It's now 11:30 a.m. on May 22, 1984,
7 in the offices of Duane, Morris and Heckscher. The
8 sale was scheduled and noticed to begin at 11
9 o'clock this day. At this time if there is any
10 person or representative of any person who wishes to
11 make any statement concerning the sale, I would like
12 him or her to make such a statement and I will allow
13 a period of time for them to see.

14 Are there any persons or parties who
15 wish to make statements concerning the sale?

16 Hearing no persons or parties I will
17 proceed. I will first accept bids for all 297 cars
18 in bulk, then I will accept bids for 82 cars, which
19 I will call the Union Mutual cars, and 215 cars
20 which I will call the Paul Revere cars. I will then
21 accept bids for the nine lots of the Paul Revere
22 cars individually. Thereafter, I will accept bids
23 for any lots of Union Mutual cars which the Union
24 Mutual representatives here may wish to present.

1 The higher of the total of the
2 individual lot bids or the bid for all cars in bulk
3 or the bids for the two groups will be accepted as
4 the successful bid. Bids are to be made in United
5 States dollar amounts. If there are any bidders
6 here who have not tendered the certified or cashiers
7 check of \$50,000, I would like to ask at this time
8 whether they intend to bid absent the required
9 \$50,000 check?

10 Is there any objection to the
11 proceeding of the auction at this time?

12 Hearing no objection, bids are now
13 requested for the 297 cars in bulk.

14 On behalf of LaSalle National Bank, a
15 bid of \$12,000 per rail car is made. Do I hear any
16 higher or better bid?

17 (No response.)

18 Bids are now requested for the 82
19 Union Mutual cars.

20 On behalf of LaSalle National Bank, I
21 make a bid of \$12,000 per rail car. Are there any
22 higher and better bids.

23 (No response.)

24 Bids are now requested for the 215

1 covered hopper cars designated the Paul Revere
2 cars.

3 On behalf of LaSalle National Bank, I
4 make a bid of \$12,000 per rail car for the 215
5 cars. Do I hear any higher and better bids?

6 (No response.)

7 I hear none and I heard no higher and
8 better bids for the Union Mutual car or for the 297
9 cars in bulk. There being no bids higher than
10 \$12,000 per rail car, either for the 297 cars in
11 bulk or the two groups of 82 and 215 cars, I close
12 the bidding and announce LaSalle National Bank the
13 successful bidder.

14 Bids are now open for the first lot
15 of 25 covered hopper cars.

16 Group Number 1:

17 2284, 2297, 2300, 2303, 2357, 2367,
18 2371, 2373, 2378, 2385, 2386, 2401, 2405, 2412,
19 2424, 2437, 2444, 2449, 2469, 2473, 2475, 2498,
20 2504, 2508, 2531

21

22 Would anyone care to see the break
23 down of the covered hopper cars by number of these
24 25 cars? I see no one clammering for such an

1 Inspection.

2 On behalf of LaSalle National Bank I
3 bid \$12,000 per car for each of the 25 cars. Do I
4 hear any higher or better bids?

5 (No response.)

6 Hearing no higher or better bids, I
7 announce that LaSalle National Bank is the
8 successful bidder for lot Number One of 25 rail
9 cars.

10 Bids are now open for lot Number Two,
11 consisting of 25 rail cars, the numbers of which are
12 available to anyone who wish to inspect. Do I hear
13 anyone wishing to inspect or see anyone's hands
14 raised? I see none.

15 Group Number 2:

16 2268, 2282, 2285, 2293, 2296, 2318,
17 2324, 2328, 2391, 2393, 2408, 2441, 2447, 2460,
18 2463, 2464, 2466, 2467, 2525, 2534, 2541, 2542,
19 2543, 2544, 2549.

20

21 The LaSalle National Bank bids
22 \$12,000 per rail car for each of the 25 cars in lot
23 Number Two. Do I hear any higher or better bids?

24 (No response.)

1 I hear no such bids. I close the
2 bidding and announce LaSalle National Bank the
3 successful bidder.

4 Bids are now open for the third lot
5 of the 25 covered hopper cars whose numbers are
6 contained in the list that will be handed to the
7 court reporter. Does anyone wish to inspect that
8 list?

9 I see no one wishing to inspect that
10 list.

11 Group 3:

12 2272, 2292, 2301, 2306, 2335, 2340,
13 2348, 2361, 2372, 2374, 2398, 2407, 2410, 2416,
14 2415, 2429, 2440, 2451, 2496, 2509, 2515, 2518,
15 2522, 2535, 2545.

16
17 LaSalle National Bank bids \$12,000
18 per rail car for the 25 cars in lot Number Three.
19 Do I hear any higher or better bids?

20 (No response.)

21 I hear none and close the bidding and
22 announce LaSalle National Bank the successful bidder
23 for lot Number Three.

24 I open the bidding for the 25 cars in

1 lot Number Four, which are listed in the schedule.
2 I will hand it to the court reporter if anyone
3 wishes to inspect it. Does anyone wish to inspect
4 it?

5 Group Number 4:

6 2254, 2256, 2273, 2283, 2287, 2308,
7 2312, 2319, 2320, 2336, 2355, 2356, 2358, 2383,
8 2396, 2403, 2418, 2434, 2468, 2483, 2488, 2523,
9 2524, 2527, 2547

10

11 No one has expressed a wish to
12 inspect it. I therefore bid \$12,000 per rail car
13 for the 25 cars in lot Number Four.

14 Are there any higher or better bids?

15 (No response.)

16 I hear none and close the bidding and
17 announce the successful bidder.

18 I have next for bidding the 25 cars
19 in lot Number Five, the numbers are of which are on
20 the schedule I will hand to the court reporter.

21 Does anyone wish to inspect the schedule?

22 Group Number Five:

23 2251, 2288, 2299, 2317, 2326, 2337,
24 2341, 2349, 2359, 2376, 2389, 2394, 2411, 2420,

1 2426, 2431, 2448, 2454, 2482, 2512, 2519, 2521,
2 2528, 2529, 2532.

3
4 I'll open the bidding for LaSalle
5 National Bank, which bids \$12,000 per rail car for
6 the cars in lot Number Five. Does anyone wish to
7 make a higher or better bid?

8 (No response.)

9 I see no one wishing to make a higher
10 or better bid. The bidding is closed and I announce
11 LaSalle National Bank the successful bidder.

12 I open for bidding the 25 cars in lot
13 Number Six, the numbers of which are on the schedule
14 I will hand to the reporter. Does anyone wish to
15 inspect the schedule?

16 Group Number 6:

17 2265, 2275, 2281, 2286, 2289, 2290,
18 2294, 2310, 2314, 2315, 2316, 2330, 2332, 2344,
19 2351, 2353, 2414, 2415, 2428, 2430, 2436, 2480,
20 2503, 2520, 2536.

21
22 Seeing no one wishes to inspect it,
23 I'll open the bidding.

24 LaSalle National Bank bids \$12,000

1 per rail car for the cars in lot Number Six. Does
2 anyone wish to make a higher or better bid?

3 (No response.)

4 The bidding is closed and I announce
5 LaSalle National Bank the successful bidder.

6 I have 25 rail cars in lot Number
7 Seven, the numbers of which will be handed to the
8 court reporter. Does anyone wish to examine the
9 schedule? I will open the bidding for the 25 cars
10 in lot Number Seven.

11 Group Number 7:

12 2256, 2260, 2262, 2271, 2280, 2309,
13 2323, 2339, 2352, 2366, 2368, 2377, 2387, 2404,
14 2423, 2458, 2462, 2471, 2474, 2479, 2481, 2487,
15 2492, 2495, 2505

16

17 LaSalle National Bank bids \$12,000
18 per rail car. Do I hear any higher or better bids?
19 I hear none, the bidding is closed. I announce
20 LaSalle National Bank as the successful bidder.

21 I open the bidding on lot Number 8
22 for the 25 cars. Does anyone wish to examine the
23 schedule? I see no one wishes to examine the
24 schedule. We will open the bidding.

Group Number 8:

2255, 2261, 2264, 2269, 2279, 2298,
2325, 2331, 2338, 2343, 2345, 2363, 2370, 2399,
2402, 2453, 2457, 2465, 2493, 2499, 2502, 2510,
2516, 2533, 2537.

LaSalle National Bank bids \$12,000
per rail car. Do I hear any higher or better bids?

I hear none, the bidding is closed.
I announce LaSalle National Bank the successful
bidder.

Lot Number 9, I only have 15 rail
cars. Does anyone wish to make a bid or see the
list of the numbers? No one wishes to examine the
list of numbers.

Group Number 9:

2252, 2313, 2327, 2346, 2364, 2380,
2427, 2433, 2442, 2459, 2485, 2486, 2494, 2506.

No one wishes to make a bid other
than the LaSalle National Bank which bids \$12,000
per rail car. Do I hear any higher or better bids?

(No response.)

LaSalle National Bank is the

1 successful bidder.

2 I have 82 rail cars called the Union
3 Mutual cars. Union Mutual will sell the rail cars
4 in three lots; one of 30 rail cars, one of 27 rail
5 cars, and one of 25 rails cars.

6 Does anyone wish to inspect the list
7 of Union Mutual lotted rail cars? We will call this
8 Union Mutual lot one, 30 rail cars.

9 No one wishes to inspect the list.

10 Union Mutual TWGX Lot Number 1:

11 2250, 2253, 2257, 2259, 2263, 2266,
12 2267, 2270, 2274, 2276, 2277, 2278, 2291, 2295,
13 2302, 2304, 2307, 2311, 2321, 2322, 2329, 2333,
14 2334, 2342, 2347, 2350, 2352, 2360, 2365, 2369

15

16 Do I hear any bids for the 30 rail
17 cars?

18 LaSalle National Bank bids \$12,000
19 per rail car. Do I hear any higher or better bids?

20 (No response.)

21 I hear none. The bidding is closed.
22 LaSalle National Bank is the successful bidder.

23 The second lot, called Union Mutual
24 lot Number 2, will be of 27 rails cars. Does anyone

1 Wish to inspect the list to see the cars of Union
2 Mutual lot Number 3? I see no one wishes to inspect
3 the list. Union Mutual TWGX Lot Number 2:

4 2375, 2379, 2381, 2382, 2384, 2388,
5 2390, 2392, 2395, 2397, 2400, 2406, 2409, 2413,
6 2417, 2419, 2422, 2432, 2435, 2438, 2439, 2443,
7 2445, 2446, 2450, 2452, 2455.

8
9 I open the bidding for Union Mutual
10 lot Number Two of 127 rail cars.

11 LaSalle National Bank bids \$12,000
12 per rail car. Do I hear any higher or better bids?

13 (No response.)

14 I see no higher or better bids.
15 LaSalle National Bank is the successful bidder.

16 Union Mutual lot Number 3 consists of
17 25 rail cars.

18 Union Mutual TWGX Lot Number 3:

19 2456, 2461, 2470, 2472, 2476, 2477,
20 2478, 2484, 2489, 2491, 2497, 2500, 2501, 2507,
21 2511, 2513, 2514, 2517, 2526, 2530, 2538, 2539,
22 2540, 2546, 2548.

23
24 Does anyone wish to inspect the list

1 to see the 25 cars on the list? I see no one wishes
2 to do so. The bidding is open.

3 LaSalle National Bank bids \$12,000
4 per rail car. Do I hear any higher or better bids?

5 (No response.)

6 I hear none. LaSalle National Bank
7 is the successful bidder for Union Mutual lot Number
8 Three of 25 cars.

9 The sale of 297 rail cars has
10 concluded. The successful bidder on the bulk bid is
11 LaSalle National Bank for \$12,000 per rail car. on
12 the group bid of 82 and 215 cars respectively. The
13 successful bidder is LaSalle National Bank, bidding
14 12, 000 per rail car.

15 The lot bids for 12 lots, nine lots
16 of 25, one lot of 15, one lot of 27 and one lot of
17 30. The successful bidder is LaSalle National Bank
18 bidding \$12,000 for each of the rail cars in each of
19 those lots.

20 Also scheduled for today is a sale of
21 125 rail cars formerly leased to Early and Daniel
22 Industries by First Securities Bank of Utah N.A. and
23 Thomas Cuthbert trustees for New England Merchants
24 Leasing Corporation and related entities. We

1 represent Insurance Trust Company trustee and
2 various Paul Revere companies which were proceeding
3 to close on the rail cars subject to the same
4 notices and indications that I set out before with
5 regard to the LaSalle National Bank cars.

6 The rail cars are being withdrawn
7 from the sale and the sale of those rail cars, the
8 125 rails cars that United States trust company is a
9 trustee for, has been postponed in accordance with
10 the terms of the letter of May 12, 1984.

11 Are there any parties present who
12 wish notice of the sale if it is rescheduled?

13 Mr. Feldman wishes notice of the sale
14 and Mr. Kolber wishes notice of the sale and Mr.
15 Shiner wishes notice of the sale if it is
16 rescheduled. We will give you notice of the sale if
17 it is rescheduled.

18 Thank you very much for coming. Is
19 there anybody here who wishes to make a statement?

20 (No response.)

21 The proceedings are closed.

22 (Whereupon, the proceedings ended at
23 12 noon.)
24

C E R T I F I C A T E

I hereby certify that the proceedings and evidence noted are contained fully and accurately in the notes taken by me on the deposition of the above matter, and that this is a correct transcript of the same.

- - - - -

(The foregoing certification of this transcript does not apply to any reproduction of the same by any means, unless under the direct control and/or supervision of the certifying reporter.)

SECURED CREDITOR'S
BILL OF SALE

For good and valuable consideration, including the application of \$3,564,000.00 (\$12,000.00 per railcar for each of 297 railcars) against indebtedness due to LaSalle National Bank, as Agent, by Exchange National Bank, debtor, ("Debtor") the sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, LaSalle National Bank as agent for the following investors: Mutual Service Life Insurance Company, North American Life Assurance Company, The Paul Revere Life Insurance Company, Paul Revere Variable Annuity Insurance Company -- Account 1, Paul Revere Variable Annuity Insurance Company -- Account 2, The Paul Revere Protective Life Insurance Company, AVCO Corporation Retirement Income Trust, Union Mutual Life Insurance Company, Unionmutual Stock Life Insurance Co. of America, and The Ohio National Life Insurance Company (collectively referred to herein as "Investors") ("Agent" or "Seller") has bargained, sold, conveyed, transferred and assigned and by these presents does hereby bargain, sell, convey, transfer and assign to the Agent and its respective successors and assigns, as Agent for the Investors, ("Purchaser"), forever, all of the Debtor's right, title and interest in and to 297 4,750 cubic foot covered hopper cars described in Schedule 1, attached hereto (the "Units").

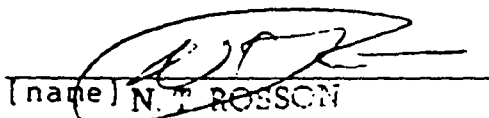
The Purchaser acknowledges by accepting this Bill of Sale and the Units that (1) Seller is not in the business of selling the Units, (2) Seller has sold the Units as secured creditor at a public foreclosure sale held and concluded on May 22, 1986 pursuant to §9-504 of the Uniform Commercial Code, (3) Purchaser purchased the Units at such sale subject to terms and conditions thereof, and (4) Seller has sold, and Purchaser has acquired, only the Debtor's rights in the Units.

THIS SALE IS MADE WITHOUT REPRESENTATIONS OR WARRANTIES OF ANY KIND OR NATURE WHATSOEVER WITH RESPECT TO THE UNITS, WHETHER EXPRESS OR IMPLIED, INCLUDING, WITHOUT LIMITATION, WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, OR TITLE, AND IS MADE "AS IS", "WHERE IS", AND WITH ALL FAULTS, AND IS WITHOUT RECOURSE IN ANY EVENT.

IN WITNESS WHEREOF Seller has caused this Bill of Sale
to be executed and delivered as of the 22nd day of May, 1986.

LASALLE NATIONAL BANK
AS AGENT FOR:
North American Life Assurance
Company
The Paul Revere Life Insurance
Company
Paul Revere Variable Annuity
Insurance Company--Account 1
Paul Revere Variable Annuity
Insurance Company--Account 2
The Paul Revere Protective
Life Insurance Company
AVCO Corporation Retirement
Income Trust
Union Mutual Life Insurance
Company
Unionmutual Stock Life
Insurance Co. of America
The Ohio National Life
Insurance Company
Mutual Service Life Insurance
Company
SELLER

By:


[name] N. T. ROSSON

Title: VICE PRESIDENT

LASALLE NATIONAL BANK
AS AGENT FOR:
North American Life Assurance
Company
The Paul Revere Life Insurance
Company
Paul Revere Variable Annuity
Insurance Company--Account 1
Paul Revere Variable Annuity
Insurance Company--Account 2
The Paul Revere Protective
Life Insurance Company
AVCO Corporation Retirement
Income Trust
Union Mutual Life Insurance
Company
Unionmutual Stock Life
Insurance Co. of America
The Ohio National Life
Insurance Company
Mutual Service Life Insurance
Company
PURCHASER

By:


[name] N. T. ROSSON

Title: VICE PRESIDENT

UNION MUTUAL CARS

SCHEDULE 1 TO SECURED CREDITOR'S
BILL OF SALE DATED MAY 22, 1986

CAR GROUP
NUMBER NUMBER

2250
2253
2257
2259
2263
2266
2267
2270
2274
2276
2277
2278
2291
2293
2302
2304
2307
2311
2321-
2322
2329
2333
2334
2342
2347
2350
2352
2360
2365
2367
2375
2379
2381
2382
2384
2386
2390
2392
2395
2397-
2400
2406
2409
2413
2417
2419
2422
2432
2435
2438
2439
2443
2445
2446

CAR GROUP
NUMBER NUMBER

2450
2452
2455
2456
2461
2470
2472
2476
2477
2478
2484
2489
2491
2497
2500
2501
2507
2511
2513
2514
2517
2526
2530
2538
2539
2540
2546
2548

/ 82 TOTAL

CAR GROUP
NUMBER NUMBER

2284 1
2297 1
2300 1
2303 1
2357 1
2367 1
2371 1
2373 1
2378 1
2385 1
2386 1
2401 1
2405 1
2412 1
2424 1
2437 1
2444 1
2449 1
2469 1
2473 1
2475 1
2499 1
2504 1
2509 1
2531 1

CAR GROUP
NUMBER NUMBER

2258 2
2282 2
2285 2
2293 2
2296 2
2318 2
2324 2
2328 2
2391 2
2393 2
2406 2
2441 2
2447 2
2460 2
2463 2
2464 2
2466 2
2467 2
2525 2
2534 2
2541 2
2542 2
2543 2
2544 2
2549 2

CAR GROUP
NUMBER NUMBER

2272 3
2292 3
2301 3
2306 3
2335 3
2340 3
2348 3
2361 3
2372 3
2374 3
2398 3
2407 3
2410 3
2416 3
2425 3
2429 3
2440 3
2451 3
2496 3
2509 3
2515 3
2518 3
2522 3
2535 3
2545 3

CAR GROUP
NUMBER NUMBER

2254 4
2258 4
2273 4
2283 4
2287 4
2308 4
2312 4
2319 4
2320 4
2336 4
2353 4
2356 4
2358 4
2383 4
2396 4
2403 4
2418 4
2424 4
2468 4
2483 4
2488 4
2523 4
2524 4
2527 4
2547 4

CAR GROUP
NUMBER NUMBER

2251 5
2288 5
2299 5
2317 5
2326 5
2337 5
2341 5
2349 5
2359 5
2376 5
2389 5
2394 5
2411 5
2420 5
2426 5
2431 5
2446 5
2454 5
2482 5
2512 5
2519 5
2521 5
2523 5
2529 5
2532 5

CAR GROUP
NUMBER NUMBER

2265 6
2273 6
2281 6
2286 6
2289 6
2290 6
2294 6
2310 6
2314 6
2315 6
2316 6
2330 6
2332 6
2344 6
2351 6
2353 6
2414 6
2415 6
2429 6
2430 6
2436 6
2480 6
2503 6
2520 6

CAR NUMBER	GROUP NUMBER
2256	7
2260	7
2262	7
2271	7
2280	7
2309	7
2323	7
2339	7
2362	7
2366	7
2368	7
2377	7
2387	7
2404	7
2423	7
2458	7
2462	7
2471	7
2474	7
2479	7
2481	7
2487	7
2492	7
2495	7
2505	7

CAR NUMBER	GROUP NUMBER
2259	8
2261	8
2264	8
2269	8
2279	8
2298	8
2325	8
2331	8
2338	8
2343	8
2345	8
2365	8
2370	8
2399	8
2402	8
2450	8
2457	8
2465	8
2493	8
2499	8
2502	8
2510	8
2516	8
2533	8
2537	8

CAR NUMBER	GROUP NUMBER
2252	9
2313	9
2327	9
2346	9
2364	9
2380	9
2427	9
2433	9
2442	9
2459	9
2465	9
2486	9
2494	9
2506	9
2305	9

BILL OF SALE

For and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, LaSalle National Bank ("Agent"), as agent for the following investors: Mutual Service Life Insurance Company, North American Life Assurance Company, The Paul Revere Life Insurance Company, Paul Revere Variable Annuity Insurance Company -- Account 1, Paul Revere Variable Annuity Insurance Company -- Account 2, The Paul Revere Protective Life Insurance Company, AVCO Corporation Retirement Income Trust, Union Mutual Life Insurance Company, Unionmutual Stock Life Insurance Co. of America, and The Ohio National Life Insurance Company (collectively referred to herein as "Investors") has bargained, sold, conveyed, transferred and assigned and by these presents does hereby bargain, sell, convey, transfer and assign to Union Mutual Life Insurance Company and Unionmutual Stock Life Insurance Co. of America (collectively referred to herein as the "Companies") their respective successors and assigns, forever, all of the Agent's right, title and interest in and to the personal property described in Schedule 1, attached hereto (the "Units").

The Companies acknowledge by accepting this Bill of Sale and the Units that: (1) the Agent is not in the business of selling the Units; (2) the Agent has come into the possession of the Units solely in its capacity as Agent, as the purchaser for value at a public foreclosure sale of its security interest in and lien on 297 4,750 cubic feet, covered hopper cars, described in Schedule 2 attached hereto (the "Railcars"), which foreclosure sale was held and concluded on May 22, 1986 pursuant to the Uniform Commercial Code §9504; (3) the Agent, as the purchaser for value at such public foreclosure sale acquired only the rights of the debtor (Exchange National Bank) in the Units; and (4) they are familiar with the Units being transferred to them, have thoroughly examined and inspected the Units and satisfied themselves as to the existence, condition and quality of the Units and have not in any way relied on any statements or representations made by the Agent as to the condition of the Units, but have made the decision to purchase the Units solely based on their own examination of them.

The Companies hereby waive and relinquish all of their respective rights, if any, in and to the Railcars and the use or disposition of the Railcars other than the Units being transferred by this Bill of Sale.

THIS SALE IS MADE WITHOUT REPRESENTATIONS OR WARRANTIES OF ANY KIND OR NATURE WHATSOEVER WITH RESPECT TO THE UNITS, WHETHER EXPRESS OR IMPLIED, INCLUDING, WITHOUT LIMITATION, WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, OR TITLE, AND IS MADE "AS IS", "WHERE IS", AND WITH ALL FAULTS, AND IS WITHOUT RECOURSE IN ANY EVENT.

LASALLE NATIONAL BANK
AS AGENT FOR:
North American Life Assurance
Company
The Paul Revere Life Insurance
Company
Paul Revere Variable Annuity
Insurance Company, --
Account 1
Paul Revere Variable Annuity
Insurance Company --
Account 2
The Paul Revere Protective Life
Insurance Company
AVCO Corporation Retirement
Income Trust
Union Mutual Life Insurance
Company
Unionmutual Stock Life
Insurance Co. of America
The Ohio National Life
Insurance Company
Mutual Service Life Insurance

By: Honard C. Hieronymus
[name]

By: [Signature]
[name]

By: Edward C. Hieronymus
[name]

By: [name]

cn/141

SCHEDULE 1 TO BILL OF SALE
DATED JUNE 20, 1986

<u>Type</u>	<u>Quantity</u>	<u>Car Numbers</u>
4,750 cubic feet, covered hopper cars	82	2250 2253 2257 2259 2263 2266 2267 2270 2274 2276 2277 2278 2291 2295 2302 2304 2307 2311 2321 2322 2329 2333 2334 2342 2347 2350 2352 2360 2365 2369 2375 2379 2381 2382 2384 2388 2390 2392 2395 2397 2400 2406 2409 2413 2417 2419

SCHEDULE 1 TO BILL OF SALE - cont'd

Car Numbers - cont'd

2422
2432
2435
2438
2439
2443
2445
2446
2450
2452
2455
2456
2461
2470
2472
2476
2477
2478
2484
2489
2491
2497
2500
2501
2507
2511
2513
2514
2517
2526
2530
2538
2539
2540
2546
2548

UNION MUTUAL CARS

SCHEDULE 2 TO BILL OF SALE

CAR NUMBER	GROUP NUMBER
---------------	-----------------

2250

2253

2257

2259

2263

2266

2267

2270

2274

2276

2277

2278

2291

2295

2302

2304

2307

2311

2321-

2322

2329

2333

2334

2342

2347

2350

2352

2360

2365

2367

2375

2379

2381

2382

2384

2386

2390

2392

2395

2397-

2400

2406

2409

2413

2417

2419

2422

2432

2435

2438

2439

2443

2445

CAR NUMBER	GROUP NUMBER
---------------	-----------------

2450

2452

2455

2456

2461

2470

2472

2476

2477

2478

2484

2489

2491

2497

2500

2501

2507

2511

2513

2514

2517

2526

2530

2538

2539

2540

2546

2548

/ 82 TOTAL

CAR GROUP
NUMBER NUMBER

2284	1
2297	1
2300	1
2303	1
2357	1
2367	1
2371	1
2373	1
2378	1
2385	1
2386	1
2401	1
2405	1
2412	1
2424	1
2437	1
2444	1
2449	1
2469	1
2473	1
2475	1
2499	1
2504	1
2508	1
2531	1

CAR GROUP
NUMBER NUMBER

2258	2
2282	2
2285	2
2293	2
2296	2
2318	2
2324	2
2328	2
2391	2
2393	2
2406	2
2441	2
2447	2
2460	2
2463	2
2464	2
2466	2
2467	2
2525	2
2534	2
2541	2
2542	2
2543	2
2544	2
2549	2

CAR GROUP
NUMBER NUMBER

2272	3
2292	3
2301	3
2306	3
2335	3
2340	3
2348	3
2361	3
2372	3
2374	3
2398	3
2407	3
2410	3
2416	3
2425	3
2429	3
2440	3
2451	3
2496	3
2509	3
2515	3
2518	3
2522	3
2535	3
2545	3

CAR GROUP
NUMBER NUMBER

2254	4
2258	4
2273	4
2283	4
2287	4
2308	4
2312	4
2319	4
2320	4
2336	4
2353	4
2355	4
2356	4
2383	4
2396	4
2403	4
2418	4
2434	4
2468	4
2483	4
2488	4
2523	4
2524	4
2527	4

CAR GROUP
NUMBER NUMBER

2251	5
2288	5
2299	5
2317	5
2326	5
2337	5
2341	5
2349	5
2359	5
2376	5
2389	5
2394	5
2411	5
2420	5
2426	5
2431	5
2446	5
2454	5
2482	5
2512	5
2519	5
2521	5
2528	5
2529	5
2532	5

CAR GROUP
NUMBER NUMBER

2263	6
2275	6
2281	6
2286	6
2289	6
2290	6
2294	6
2310	6
2314	6
2315	6
2316	6
2330	6
2332	6
2344	6
2351	6
2353	6
2414	6
2415	6
2428	6
2430	6
2436	6
2480	6
2503	6

CAR NUMBER	GROUP NUMBER
2256	7
2260	7
2262	7
2271	7
2280	7
2309	7
2323	7
2339	7
2362	7
2366	7
2368	7
2377	7
2387	7
2404	7
2423	7
2458	7
2462	7
2471	7
2474	7
2479	7
2481	7
2487	7
2492	7
2495	7
2505	7

CAR NUMBER	GROUP NUMBER
2255	8
2261	8
2264	8
2269	8
2279	8
2298	8
2325	8
2331	8
2338	8
2343	8
2345	2
2363	8
2370	2
2399	8
2402	8
2450	8
2457	8
2465	2
2493	8
2499	2
2502	8
2510	8
2516	8
2523	8
2537	8

CAR NUMBER	GROUP NUMBER
2252	9
2313	9
2327	9
2346	9
2364	9
2380	9
2427	9
2433	9
2442	9
2459	9
2465	9
2486	9
2494	9
2506	9
2305	9

BILL OF SALE

For and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, LaSalle National Bank (the "Agent"), as agent for the following investors: Mutual Service Life Insurance Company, North American Life Assurance Company, The Paul Revere Life Insurance Company, Paul Revere Variable Annuity Insurance Company, The Paul Revere Protective Life Insurance Company, Avco Corporation Retirement Income Trust and The Ohio National Life Insurance Company (collectively referred to herein as the "Companies") has bargained, sold, conveyed, transferred and assigned and by these presents does hereby bargain, sell, convey, transfer and assign to the Companies, their respective successors and assigns, forever, all of the Agent's right, title and interest in and to the personal property described in Schedule 1, attached hereto (the "Units").

The Companies acknowledge by accepting this Bill of Sale and the Units that: (1) the Agent is not in the business of selling the Units; (2) the Agent has come into the possession of the Units solely in its capacity as Agent, as the purchaser for value at a public foreclosure sale of its security interest in and lien on 297 4,750 cubic feet, covered hopper cars, described in Schedule 2 attached hereto (the "Railcars"), which foreclosure sale was held and concluded on May 22, 1986 pursuant to the Uniform Commercial Code Section 9504; (3) the Agent, as the purchaser for value at such public foreclosure sale acquired only the rights of the debtor (Exchange National Bank of Chicago) in the Units; and (4) they are familiar with the Units being transferred to them, have thoroughly examined and inspected the Units and satisfied themselves as to the existence, condition and quality of the Units and have not in any way relied on any statements or representations made by the Agent as to the condition of the Units, but have made the decision to purchase the Units solely based on their own examination of them.

The Companies hereby waive and relinquish all of their respective rights, if any, in and to the Railcars and the use or disposition of the Railcars other than the Units being transferred by this Bill of Sale.

THIS SALE IS MADE WITHOUT REPRESENTATIONS OR WARRANTIES OF ANY KIND OR NATURE WHATSOEVER WITH RESPECT TO THE UNITS, WHETHER EXPRESS OR IMPLIED, INCLUDING, WITHOUT LIMITATION, WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, OR TITLE, AND IS MADE "AS IS", "WHERE IS", AND WITH ALL FAULTS, AND IS WITHOUT RECOURSE IN ANY EVENT.

This Bill of Sale may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF the Companies and the Agent have caused this Bill of Sale to be executed and delivered to be effective as of the ____ day of _____, 1986.

LASALLE NATIONAL BANK
AS AGENT FOR:
North American Life Assurance
Company
The Paul Revere Life Insurance
Company
Paul Revere Variable Annuity
Insurance Company
The Paul Revere Protective Life
Insurance Company
Avco Corporation Retirement
Income Trust
The Ohio National Life
Insurance Company
Mutual Service Life Insurance
Company

North American Life Assurance
Company

The Paul Revere Protective
Life Insurance Company

By: _____

By: _____

Title: _____

Title: _____

The Paul Revere Life Insurance
Company

Avco Corporation Retirement
Income Trust

By: _____

By: _____

Title: _____

Title: _____

Paul Revere Variable Annuity
Insurance Company

The Ohio National Life
Insurance Company

By: _____

By: _____

Title: _____

Title: _____

Mutual Service Life
Insurance Company

By: _____

Title: _____

SCHEDULE 1

All numbers bear prefix TWGX.

2284	2268	2272
2297	2282	2292
2300	2285	2301
2303	2293	2306
2357	2296	2335
2367	2318	2340
2371	2324	2348
2373	2328	2361
2378	2391	2372
2385	2393	2374
2386	2408	2398
2401	2441	2407
2405	2447	2410
2412	2460	2416
2424	2463	2425
2437	2464	2429
2444	2466	2440
2449	2467	2451
2469	2525	2496
2473	2534	2509
2475	2541	2515
2498	2542	2518
2504	2543	2522
2508	2544	2535
2531	2549	2545
2254	2251	2265
2258	2288	2275
2273	2299	2281
2283	2317	2286
2287	2326	2289
2308	2337	2290
2312	2341	2294
2319	2349	2310
2320	2359	2314
2336	2376	2315
2355	2389	2316
2356	2394	2330
2358	2411	2332
2383	2420	2344
2396	2426	2351
2403	2431	2353
2418	2448	2414
2434	2454	2415
2468	2482	2428

Schedule 1 - Page 2

2483
2488
2523
2524
2527
2547

2512
2519
2521
2528
2529
2532

2430
2436
2480
2503
2520
2536

2256
2260
2262
2271
2280
2309
2323
2339
2362
2366
2368
2377
2387
2404
2423
2458
2462
2471
2474
2479
2481
2487
2492
2495
2505

2255
2261
2264
2269
2279
2298
2325
2331
2338
2343
2345
2363
2370
2399
2402
2453
2457
2465
2493
2499
2502
2510
2516
2533
2537

2252
2305
2313
2327
2346
2364
2380
2427
2433
2442
2459
2485
2486
2494
2506

UNION MUTUAL CARS

SCHEDULE 2 TO BILL OF SALE

CAR GROUP
NUMBER NUMBER

2250
2253
2257
2259
2263
2266
2267
2270
2274
2276
2277
2278
2291
2295
2302
2304
2307
2311
2321-
2322
2329
2333
2334
2342
2347
2350
2352
2360
2365
2367
2375
2379
2381
2382
2384
2386
2390
2392
2395
2397-
2400
2406
2409
2413
2417
2419
2422
2432
2435
2438
2439
2443
2445

CAR GROUP
NUMBER NUMBER

2450
2452
2455
2456
2461
2470
2472
2476
2477
2478
2484
2489
2491
2497
2500
2501
2507
2511
2513
2514
2517
2526
2530
2538
2539
2540
2546
2548

/ 82 TOTAL

CAR GROUP
NUMBER NUMBER

2284	1
2297	1
2300	1
2303	1
2357	1
2367	1
2371	1
2373	1
2378	1
2385	1
2386	1
2401	1
2405	1
2412	1
2424	1
2437	1
2444	1
2449	1
2469	1
2473	1
2475	1
2499	1
2504	1
2508	1
2531	1

CAR GROUP
NUMBER NUMBER

2268	2
2282	2
2285	2
2293	2
2296	2
2318	2
2324	2
2328	2
2391	2
2393	2
2406	2
2441	2
2447	2
2460	2
2463	2
2464	2
2466	2
2467	2
2525	2
2534	2
2541	2
2542	2
2543	2
2544	2
2549	2

CAR GROUP
NUMBER NUMBER

2272	3
2292	3
2301	3
2306	3
2335	3
2340	3
2348	3
2361	3
2372	3
2374	3
2398	3
2407	3
2410	3
2416	3
2425	3
2429	3
2440	3
2451	3
2496	3
2509	3
2515	3
2518	3
2522	3
2533	3
2545	3

CAR GROUP
NUMBER NUMBER

2254	4
2258	4
2273	4
2283	4
2287	4
2308	4
2312	4
2319	4
2320	4
2336	4
2353	4
2355	4
2356	4
2383	4
2396	4
2403	4
2418	4
2434	4
2468	4
2483	4
2488	4
2523	4
2524	4
2527	4

CAR GROUP
NUMBER NUMBER

2251	5
2288	5
2299	5
2317	5
2326	5
2337	5
2341	5
2349	5
2359	5
2376	5
2389	5
2394	5
2411	5
2420	5
2426	5
2431	5
2446	5
2454	5
2482	5
2512	5
2519	5
2521	5
2523	5
2529	5
2532	5

CAR GROUP
NUMBER NUMBER

2265	6
2275	6
2281	6
2286	6
2289	6
2290	6
2294	6
2310	6
2314	6
2315	6
2316	6
2330	6
2332	6
2344	6
2351	6
2353	6
2414	6
2415	6
2429	6
2430	6
2436	6
2480	6
2503	6

CAR NUMBER	GROUP NUMBER
2256	7
2260	7
2262	7
2271	7
2280	7
2309	7
2323	7
2339	7
2362	7
2366	7
2368	7
2377	7
2387	7
2404	7
2423	7
2458	7
2462	7
2471	7
2474	7
2479	7
2481	7
2487	7
2492	7
2495	7
2505	7

CAR NUMBER	GROUP NUMBER
2252	8
2261	8
2264	8
2267	8
2279	8
2298	8
2325	8
2331	8
2338	8
2343	8
2345	8
2363	8
2370	8
2399	8
2402	8
2453	8
2457	8
2465	8
2493	8
2499	8
2502	8
2510	8
2516	8
2533	8
2537	8

CAR NUMBER	GROUP NUMBER
2252	9
2313	9
2327	9
2346	9
2364	9
2380	9
2427	9
2433	9
2442	9
2459	9
2485	9
2486	9
2494	9
2506	9
2305	9